

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD INDUSTRIES, INC., et al., Debtors.	Chapter 11 Case Nos. 00-4471, 00-4469, 00-4470 (Jointly Administered)
IN RE: W. R. GRACE & Co., et al., Debtors.	Chapter 11 Case Nos. 01-1139 through 01-1200 (Jointly Administered)
IN RE: FEDERAL MOGUL GLOBAL, INC., T & N LIMITED, et al., Debtors.	Chapter 11 Case Nos. 01-10578, et al. (Jointly Administered)
IN RE: USG CORPORATION, a Delaware Corporation, et al., Debtors.	Chapter 11 Case Nos. 01-2094 through 01-2104 (Jointly Administered)
IN RE: OWENS CORNING, et al., Debtors.	Chapter 11 Case Nos. 00-3837 through 00-3854 (Jointly Administered)
	Hearing date set only if objections are timely filed

NOTICE OF FILING OF FIRST FEE APPLICATION

TO: ALL PARTIES LISTED ON EXHIBIT A ANNEXED HERETO.

PLEASE TAKE NOTICE that Saiber Schlesinger Satz & Goldstein, LLC ("SSS&G") has filed this Notice of First Fee Application on behalf of David R. Gross as

a Court Appointed Advisor for Allowance of Compensation of Fees for Actual and Necessary Services Rendered and for Reimbursement of Expenses Incurred for the Period from November 11, 2002 through March 31, 2003 ("Fee Application").

PLEASE TAKE FURTHER NOTICE that responses or objections to the aforementioned Fee Application must be timely filed with the United States Bankruptcy Court for the District of Delaware, 5th Floor, 824 Market Street, Wilmington, Delaware 19801 and served upon and received by (i) David R. Gross, Saiber, Schlesinger, Satz & Goldstein, LLC, One Gateway Center, 13th Floor, Newark, New Jersey 07102; and (ii) Frank J. Perch, Esq., Office of the United States Trustee, 844 King Street, Lockbox 35, Room 2311, Wilmington, DE 19801.

PLEASE TAKE FURTHER NOTICE that in the event that timely objections to the Application are filed, a hearing will be scheduled at the convenience of the Court.

PLEASE TAKE FURTHER NOTICE that, in the absence of timely filed objections, the Court may enter an Order approving the aforementioned Fee Application on an interim basis without further notice or hearing.

DATED: April 25, 2003



DAVID R. GROSS
Court Appointed Advisor
Saiber Schlesinger Satz & Goldstein, LLC
One Gateway Center
13th Floor
Newark, New Jersey 07102
(973) 622-3333

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD INDUSTRIES, INC., et al.,	:	Chapter 11 Case Nos. 00-4471, 00-4469, 00-4470 (Jointly Administered)
Debtors.	:	
IN RE: W. R. GRACE & Co., et al.,	:	Chapter 11 Case Nos. 01-1139 through 01-1200 (Jointly Administered)
Debtors.	:	
IN RE: FEDERAL MOGUL GLOBAL, INC., T & N LIMITED, et al.,	:	Chapter 11 Case Nos. 01-10578, et al. (Jointly Administered)
Debtors.	:	
IN RE: USG CORPORATION, a Delaware Corporation, et al.,	:	Chapter 11 Case Nos. 01-2094 through 01-2104 (Jointly Administered)
Debtors.	:	
IN RE: OWENS CORNING, et al.,	:	Chapter 11 Case Nos. 00-3837 through 00-3854 (Jointly Administered)
Debtors.	:	
	:	Hearing date set only if objections are timely filed

IN RE: GENERAL ASBESTOS

**FIRST APPLICATION OF SAIBER SCHLESINGER SATZ &
GOLDSTEIN, LLC FOR COMPENSATION FOR SERVICES
 RENDERED AND REIMBURSEMENT OF EXPENSES ON BEHALF OF
 DAVID R. GROSS AS A COURT APPOINTED ADVISOR FOR THE
 PERIOD FROM NOVEMBER 11, 2002 THROUGH MARCH 31, 2003**

TO THE HONORABLE ALFRED M. WOLIN, U.S.D.J.:

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Pursuant to 11 U.S.C. § 330 and § 331 and Rule 2016 of the Federal Rules of Bankruptcy Procedure, Saiber Schlesinger Satz & Goldstein, LLC ("SSS&G") hereby moves this Honorable Court on behalf of David R. Gross for an Order awarding an interim allowance of reasonable compensation with respect to the five above-captioned Chapter 11 cases for professional services rendered in David R. Gross's capacity as a Court Appointed Advisor in connection with the Court's management of these very large, mass-tort bankruptcy cases, in the amount of \$60,829.00 and reimbursement of related expenses of \$3,784.90 for the period of November 11, 2002 through March 31, 2003.

In support of this Application, SSS&G respectfully represents as follows:

1. On various dates, the debtors in the above-captioned cases filed voluntary petitions for reorganization relief under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1330. The debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

2. On December 28, 2001, the Court appointed David R. Gross and several other persons as Court Appointed Advisors ("Advisors") to assist the Court as set forth in that Order, and in subsequent Orders, with the management of the above-captioned very large, mass-tort bankruptcy cases and to undertake such duties as the Court has and may in the future assign to David R. Gross. A copy of this Order is annexed hereto as Exhibit A.

3. By its Order dated March 19, 2002, the Court withdrew the reference to the bankruptcy Court for any application for allowance of fees and/or costs by the Advisors and gave leave to the Advisors to file interim fee applications in accordance

with the directions set forth therein. A copy of this Order is annexed hereto as Exhibit B. This application is the first such application by SSS&G on behalf of David R. Gross.¹

4. For the compensation period from November 11, 2002 through March 31, 2003, there was no agreement or understanding between David R. Gross and any other person, other than the members, associates and employees of SSS&G, of which David R. Gross is a member, for the sharing of compensation received or to be received for services rendered in connection with these proceedings.

5. No agreement exists with any person or entity regarding the rate or amount of compensation David R. Gross shall receive in connection with his appointment by this Court. The hourly rate of \$450.00 is reasonable and customary for an attorney of David R. Gross's experience rendering services such as those involved with his appointment as an Advisor. The hourly rate of \$160.00 is reasonable and customary for an attorney of Whitney R. Chelnik's experience rendering services such as those involved in this matter. The hourly rate of \$150.00 is reasonable and customary for an attorney of David M. White's experience rendering services such as those involved in this matter.

6. David R. Gross and other professionals associated with SSS&G have expended a total of 152.8 hours totaling \$60,829.00, in rendering professional services related to David R. Gross's position as a Court Appointed Advisor. The time spent and the services rendered were reasonable in relation to the size and complexity of the matters handled, not duplicative of other services rendered, and necessary to the administration of the debtors' estates. An overall billing statement is annexed hereto as Exhibit C setting forth the total hours spent by David R. Gross and other professionals associated with SSS&G related to all five consolidated bankruptcies.

¹ Previous applications have been filed by Budd Larner Gross Rosenbaum Greenberg & Sade and D.R. Gross Associates on behalf of David R. Gross as a Court Appointed Advisor.
{00275172.DOC}

7. The billing statement annexed hereto as Exhibit C presents the hours expended in increments of one-tenth of an hour, with a description of the service rendered for each entry.

8. In addition to the time expended in rendering services, SSS&G incurred out-of-pocket expenses in connection with David R. Gross's appointment as a Court Appointed Advisor in the amount of \$3,784.90. These expenses were reasonable in relation to the size and complexity of the matters handled, not duplicative of other expenses incurred, and necessary to the administration of the debtors' estates.

9. SSS&G, on behalf of David R. Gross, respectfully submits that the compensation for services and reimbursement of expenses requested is consistent with the nature and extent of the services rendered for the period November 11, 2002 through March 31, 2003, the size and complexity of the cases, the time, labor and special expertise brought to bear on the questions and other related factors.

10. David R. Gross, having reviewed Local Rule 2016-2 regarding compensation and reimbursement of expenses, certifies that this application complies with the requirements of Local Rule 2016-2.

11. A proposed form of Order is submitted herewith.

WHEREFORE, David R. Gross respectfully requests that an interim allowance of compensation for fees for services rendered and reimbursement of costs be allowed, in the amount of \$64,613.90 subject to disgorgement as may be directed in a final Order of allowance at the conclusion of these Chapter 11 cases.

WHEREFORE, David R. Gross further respectfully requests that the interim allowance of SSS&G's fees and costs be allocated among the debtors as follows:

1. Evenly among the debtors as to all consolidated proceedings as set forth in Exhibit C for a total amount of \$13,540.22, resulting in each debtor paying \$2,708.04.

2. Plus the additional sums of \$720.00 as to the debtor W.R. Grace; \$4,635.00 as to the debtor Armstrong World Industries; \$8,482.50 as to the debtor Owens Corning and \$30,021.32 as to the debtor Federal Mogul.

WHEREFORE, the sum of fees and costs allowed against each debtor pursuant to this interim allowance shall therefore total \$32,729.36 against Federal-Mogul Global, Inc.; \$3,428.04 against W. R. Grace & Co.; \$7,343.04 Armstrong World Industries, Inc.; \$11,190.54 against Owens Corning; and \$2,708.04 against U.S.G. Corporation.



DAVID R. GROSS
Court Appointed Advisor
Saiber, Schlesinger, Satz & Goldstein, LLC
One Gateway Center
13th Floor
Newark, New Jersey 07102
(973) 622-3333

DATED: April 25, 2003

*Exhibit A*UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD INDUSTRIES, INC., et al.,	:	Chapter 11 Case Nos. 00-4471, 00-4469, 00-4470	<i>1.2.3</i>
Debtors.			
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IN RE: W.R. GRACE & CO., et al.,	:	Chapter 11 Case Nos. 01 1139 through 0-1200	
Debtors.			
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IN RE: FEDERAL-MOGUL GLOBAL, INC., T&N LIMITED, et al.,	:	Chapter 11 Case Nos. 01-10578, et al. ¹	<i>1.2.4</i>
Debtors.			
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IN RE: USG CORPORATION, a Delaware Corporation, et al.,	:	Chapter 11 Case Nos. 01-2094 through 01-2104	<i>1.2.5</i>
Debtors.			
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IN RE: OWENS CORNING, et al.,	:	Chapter 11 Case Nos. 00-3837 through 00-3854	<i>1.2.6</i>
Debtors.			

ORDER DESIGNATING COURT APPOINTED CONSULTANTS
AND SPECIAL MASTERS

This matter having been opened by the Court upon its own motion in each of the above-captioned Chapter 11 cases; and the interested parties having been put on notice by the Court at the joint case management conference held on December 20, 2001, that the Court anticipated appointing special masters and/or case

¹See attached list.

management consultants to whom the Court may from time to time delegate certain authority to hear matters and to advise the Court on issues that may arise in these five large Chapter 11 cases; and for good cause shown

It is this 28th day of December, 2001

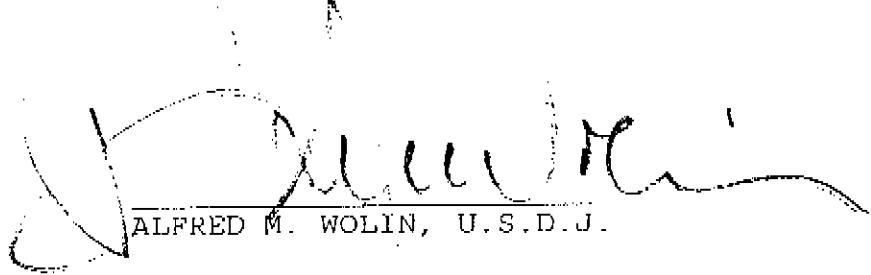
ORDERED that the following Order applies to the lead cases identified in the caption of this Order and to all cases filed as related cases thereto, and it is further

ORDERED that William A. Drier, Esq., David R. Gross, Esq., C. Judson Hamlin, Esq., John E. Keefe, Esq., and Professor Francis E. McGovern are hereby designated as Court Appointed Consultants to advise the Court and to undertake such responsibilities, including by way of example and not limitation, mediation of disputes, holding case management conferences, and consultation with counsel, as the Court may delegate to them individually, and it is further

ORDERED that the parties are on notice that the Court may, without further notice, appoint any of the Court-Appointed Consultants to act as a Special Master to hear any disputed matter and to make a report and recommendation to the Court on the disposition of such matter, and it is further

ORDERED that William A. Drier, Esq., is hereby appointed Special Master in the matter of In re W.R. Grace & Co., Bankruptcy No. 01-1139 through 01-1200, to hear all disputed matters in that Chapter 11 case for which the Court's Order of

Reference may be withdrawn from the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge, and it is further ORDERED that the fees of the Court Appointed Consultants and Special Master(s) shall be borne by the debtors in such manner and apportionment as this Court or the Bankruptcy Courts may hereinafter direct.



ALFRED M. WOLIN, U.S.D.J.

IN RE: FEDERAL-MOGUL GLOBAL, INC.
Case Numbers

01-10578	01-10643	01-10700	01-10750
01-10580	01-10644	01-10701	01-10751
01-10582	01-10646	01-10702	01-10752
01-10585	01-10647	01-10703	01-10753
01-10586	01-10649	01-10704	01-10754
01-10587	01-10650	01-10705	01-10755
01-10589	01-10651	01-10706	01-10756
01-10591	01-10652	01-10707	01-10757
01-10593	01-10653	01-10708	01-10758
01-10594	01-10654	01-10710	01-10759
01-10596	01-10655	01-10711	01-10760
01-10598	01-10656	01-10712	01-10761
01-10599	01-10657	01-10713	01-10762
01-10600	01-10658	01-10714	01-10763
01-10601	01-10659	01-10715	01-10764
01-10603	01-10660	01-10716	01-10765
01-10604	01-10661	01-10717	01-10766
01-10605	01-10662	01-10718	01-10767
01-10606	01-10664	01-10719	01-10768
01-10608	01-10665	01-10721	01-10769
01-10610	01-10666	01-10722	01-10770
01-10611	01-10668	01-10723	01-10771
01-10613	01-10669	01-01724	01-10772
01-10614	01-10672	01-10726	01-10773
01-10615	01-10673	01-10727	01-10774
01-10617	01-10675	01-10728	
01-10618	01-10682	01-10729	
01-10619	01-10683	01-10730	
01-10620	01-10684	01-10731	
01-10621	01-10685	01-10732	
01-10622	01-10686	01-10733	
01-10623	01-10687	01-10734	
01-10625	01-10688	01-10736	
01-10626	01-10689	01-10737	
01-10627	01-10690	01-10739	
01-10629	01-10691	01-10741	
01-10630	01-10692	01-10742	
01-10632	01-10693	01-10743	
01-10633	01-10694	01-10744	
01-10634	01-10695	01-10745	
01-10637	01-10696	01-10746	
01-10638	01-10697	01-10747	
01-10640	01-10698	01-10748	
01-10641	01-10699	01-10749	

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD : Chapter 11
INDUSTRIES, INC., et al... : Case Nos. 00-4471, 00-4469,
; : 00-4470

Debtors. :

IN RE: W.R. GRACE & CO., : Chapter 11
et al., : Case Nos. 01-1139 through
; : 0-1200

Debtors. :

IN RE: FEDERAL-MOGUL : Chapter 11
GLOBAL, INC., T&N : Case Nos. 01-10578, et al.
LIMITED, et al., :

Debtors. :

IN RE: USG CORPORATION, : Chapter 11
a Delaware Corporation, : Case Nos. 01-2094 through
et al., : 01-2104

Debtors. :

IN RE: OWENS CORNING, : Chapter 11
et al., : Case Nos. 00-3837 through
; : 00-3854

Debtors. :

**ORDER 1) PARTIALLY WITHDRAWING THE REFERENCE AND 2) GOVERNING
APPLICATIONS FOR THE ALLOWANCE OF FEES AND EXPENSES TO COURT
APPOINTED ADVISORS**

This matter being opened upon the Court's own motion pursuant to the authority granted in 11 U.S.C. § 105(a) and the Court's inherent power; and the Court, pursuant to its Order of December 28, 2001, having appointed certain persons as Court Appointed Advisors ("Advisors") and in that Order and in subsequent Orders

¹See attached list.

certain of these Advisors having been designated Special Masters to hear and report on matters specifically delegated to them by the Court as set forth in those Orders; and it appearing that the Advisors are functioning in a manner in all respects similar to examiners as provided for in the Bankruptcy Code, 11 U.S.C. §§ 1104, 1106; and the Bankruptcy Code and Rules providing for the compensation of examiners, officers and professional persons pursuant to 11 U.S.C. §§ 330, 331; and the Advisors, by virtue of their direct appointment by the Court, occupying a unique position in the above-captioned cases not shared by other persons employed in these cases; and the Court having determined that the continued employment of the Advisors in their various capacities is necessary for the efficient administration of these very large mass-tort chapter 11 cases and in the best interests of the creditors, equity holders and the estates in bankruptcy and that the debts of the estates as specified in 11 U.S.C. § 1104(c)(2) exceed \$5,000,000; and for good cause shown

IT IS this 1st day of March 2002

ORDERED that pursuant to 28 U.S.C. § 157 and the Order of this Court issued December 10, 2001, the reference of these cases to the Bankruptcy Court, Judge Randall J. Newsome and Judge Judith K. Fitzgerald presiding, is hereby withdrawn with respect to any application for an allowance of fees filed by any of the Advisors, and it is further

ORDERED that the Advisors may make application for the allowance of their fees and expenses from the debtors' estates directly to this Court in the first instance, requesting that such applications be reviewed and approved by the Court pursuant to the substantive standards set forth in 11 U.S.C. § 330, and it is further

ORDERED that any application for the allowance of fees and expenses shall set forth how the applicant believes the fees and expenses should be allocated between the debtors, and it is further

ORDERED that, although by its terms local bankruptcy rule 2016-2 does not apply to applications for the allowance of fees and expenses by the Advisors, local rule 2016-2(d) governing information requirements relating to compensation requests is hereby incorporated by reference and made applicable to applications by the Advisors pursuant to this Order, and it is further

ORDERED that the Advisors may make interim applications for the allowance of fees and expenses pursuant to 11 U.S.C. § 331, on a monthly basis, and it is further

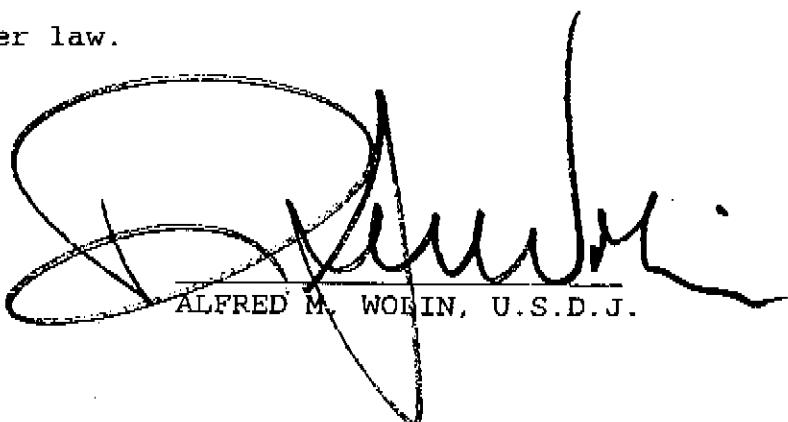
ORDERED that an application for the allowance of fees and expenses pursuant to this Order shall not set forth a hearing date for the application and no hearing will be held unless written objection is filed with the Court no later than ten days

after service upon the objecting party of the fee application, and it is further

ORDERED that no Administrative Order or other Order in any of the above-captioned cases governing applications for the allowance of fees and expenses to professionals shall apply to an application by any of the Court Appointed Advisors pursuant to this Order except as provided below with respect to service, and it is further

ORDERED that any application made pursuant to this Order shall be served on the same parties and in the same manner as provided by applicable rule as superseded or modified by any Administrative Order of the Bankruptcy Court governing applications for the allowance of fees and expenses to professionals for which the reference has not been withdrawn, and it is further

ORDERED that this Order shall not limit the Court's ability, upon adequate notice, to charge fees and expenses of the Advisors upon parties besides the debtors on the grounds of equity, rule of procedure, or other law.



ALFRED M. WORIN, U.S.D.J.

IN RE: FEDERAL-MOGUL GLOBAL, INC.
Case Numbers

01-10578	01-10643	01-10700	01-10750
01-10580	01-10644	01-10701	01-10751
01-10582	01-10646	01-10702	01-10752
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01-10591	01-10652	01-10707	01-10757
01-10593	01-10653	01-10708	01-10758
01-10594	01-10654	01-10710	01-10759
01-10596	01-10655	01-10711	01-10760
01-10598	01-10656	01-10712	01-10761
01-10599	01-10657	01-10713	01-10762
01-10600	01-10658	01-10714	01-10763
01-10601	01-10659	01-10715	01-10764
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01-10604	01-10661	01-10717	01-10766
01-10605	01-10662	01-10718	01-10767
01-10606	01-10664	01-10719	01-10768
01-10608	01-10665	01-10721	01-10769
01-10610	01-10666	01-10722	01-10770
01-10611	01-10668	01-10723	01-10771
01-10613	01-10669	01-01724	01-10772
01-10614	01-10672	01-10726	01-10773
01-10615	01-10673	01-10727	01-10774
01-10617	01-10675	01-10728	
01-10618	01-10682	01-10729	
01-10619	01-10683	01-10730	
01-10620	01-10684	01-10731	
01-10621	01-10685	01-10732	
01-10622	01-10686	01-10733	
01-10623	01-10687	01-10734	
01-10625	01-10688	01-10736	
01-10626	01-10689	01-10737	
01-10627	01-10690	01-10739	
01-10629	01-10691	01-10741	
01-10630	01-10692	01-10742	
01-10632	01-10693	01-10743	
01-10633	01-10694	01-10744	
01-10634	01-10695	01-10745	
01-10637	01-10696	01-10746	
01-10638	01-10697	01-10747	
01-10640	01-10698	01-10748	
01-10641	01-10699	01-10749	

SAIBER SCHLESINGER SATZ & GOLDSTEIN, LLC
 One Gateway Center
 13th Floor
 Newark, New Jersey 07102-5311
 Fed Tax ID 22-1800684

March 31, 2003

Bill Number 86627
 File Number 08195-000001

General Asbestos Bankruptcy Committee
 United States Bankruptcy Court
 Martin Luther King Jr. Federal Building &
 Courthouse
 Room 4069
 50 Walnut Street
 Newark, NJ 07102
 Attn: Honorable Alfred M. Wolin

Re: In re: General Asbestos Bankruptcy Committee

FOR PROFESSIONAL SERVICES

Thru March 31, 2003

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
11/11/02	WRC	Review correspondence from S. Loncar re: status of fee applications and service list; draft replies re: same	0.40 Hrs
11/14/02	WRC	Telephone conferences with S. Lancar re: fee applications	0.30 Hrs
11/15/02	WRC	Telephone conference with S. Loncar re: McGovern and service list	0.20 Hrs
11/18/02	DRG	Review file re: insurance matter	2.40 Hrs
11/18/02	DRG	Review T/D/P re: Armstrong	2.60 Hrs
11/19/02	DRG	Meetings with Judge Wolin, McGovern, Drier; meeting at Weitz & Luxenberg re: Federal Mogul	11.00 Hrs
11/20/02	DRG	Telephone conferences with Francis McGovern re: Federal Mogul	1.30 Hrs
11/21/02	DRG	Meeting re: Owens Corning	6.20 Hrs
11/21/02	WRC	Continue preparation of fee applications re: Hamlin and Keefe	0.60 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
12/02/02	DRG	Telephone conference with Judge Wolin and F. McGovern re: asbestos program	2.50 Hrs
12/02/02	WRC	Review and revise bill; various telephone conferences with S. Loncar re: fee applications; prepare e-mail correspondence re: same	0.30 Hrs
12/02/02	WRC	Review revised bill re: D. R. Gross & Associates; prepare 1st fee application, cover sheets, notice and proposed Order re: same	1.40 Hrs
12/03/02	DRG	Review file re: Federal Mogul	1.40 Hrs
12/03/02	WRC	various telephone conferences with S. Loncar re: fee applications and filing procedures; telephone conference with E. Wohlforth re: filing procedures; revise fee applications re: Hamlin, Keefe and Gross; review and revise bill re: D. R. Gross & Associates; review research re: service list and revise same	3.60 Hrs
12/04/02	WRC	review correspondence from S. Loncar; telephone call to same; telephone call to J. Keefe re: fee application; review bill re: F. McGovern and prepare fee application re: same; exchange various correspondences with S. Loncar re: quarterly filings; telephone calls to F. McGovern; telephone calls to document service; review service list and conference with D. Souza re: same; review and finalize all fee applications	5.40 Hrs
12/05/02	WRC	review and finalize fee applications, notice and cover sheets re: Hamlin, Dreier, Gross and Keefe; prepare correspondence to clerk re: filing of same; telephone conference with S. Loncar re: same; review service list; file applications with clerk and serve on counsel list; prepare certificate of service; various telephone conferences with document service	5.20 Hrs
12/09/02	DRG	Meeting with Deanne Seemer re: Federal Mogul	4.00 Hrs
12/09/02	WRC	telephone call from F. McGovern; review and revise fee application re: F. McGovern; prepare correspondence to F. McGovern re: same	0.60 Hrs
12/11/02	WRC	telephone call to Budd Larner re: final bill	0.10 Hrs
12/11/02	WRC	telephone conference with Delaware clerk re: filings; review PACER re: docket search; prepare correspondence to S. Loncar re: same	0.50 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
12/12/02	DRG	Meeting at Caplin Drysdale (Insulbuch, McGovern, Seemer, et al) re: Federal Mogul	5.00 Hrs
12/13/02	DRG	Meeting with Judge Wolin and Francis McGovern re: Federal Mogul	2.00 Hrs
12/16/02	WRC	conference with D. Souza re: November billing entries; review and revise redactions	0.20 Hrs
12/17/02	DRG	Telephone conference with Hamlin re: Federal Mogul	1.40 Hrs
12/18/02	DRG	Meeting with Armstrong, Liberty Mutual re: Federal Mogul	3.40 Hrs
12/18/02	WRC	telephone conference with S. Loncar re: certificates of no objection; review file and prepare correspondence re: same	0.40 Hrs
12/19/02	DRG	Meeting with Judge Wolin and F. McGovern re: Federal Mogul; attend status conference in open Court; further luncheon meetings with Judge Wolin, F. McGovern and E. Wohlforth	5.20 Hrs
12/19/02	DRG	Dinner meeting with Judge Wolin, Judge Fitzpatrick and Francis McGovern re: Owens Corning and Federal Mogul	4.20 Hrs
12/20/02	DRG	Status conference call with Francis McGovern and Court re: Owens Corning meeting;	2.00 Hrs
12/20/02	DRG	Telephone calls to Seemer and Macker re: Federal Mogul	0.70 Hrs
12/20/02	DRG	Status conference call with Francis McGovern and Court re: Owens Corning meeting;	2.00 Hrs
12/20/02	WRC	telephone conference with U.S. Trustee's office re: fee application of D. Gross; conference with D. Souza re: same; review bill re: redactions and time entries; various correspondences with S. Loncar re: same	0.40 Hrs
12/23/02	WRC	telephone conference with E. Wohlforth re: signed Orders awarding compensation and amending D. Gross application; various telephone conferences with S. Loncar re: certifications of no objection and proposed orders; review various correspondences re: same; review file re: first certificates of no objection	1.10 Hrs
12/27/02	DRG	Conference re: Armstrong and Liberty	2.00 Hrs
12/27/02	DRG	Telephone conference with Macker re: Federal Mogul	1.00 Hrs
12/29/02	DRG	Telephone conference with Macker re: Federal Mogul	1.00 Hrs
12/30/02	WRC	amend order re: D. Gross fee; prepare correspondence to Judge Wolin re: same; telephone conference re: same	0.90 Hrs
12/31/02	WRC	telephone call from Judge Wolin's chambers re: proposed Order; review certificates of no objection and prepare same for D. Gross; telephone conference with J. Keefe re: certificate of no objection; telephone	0.60 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
		conference with D. Gross re: same	
01/02/03	WRC	review correspondence from J. Keefe re: certificate of no objection; prepare correspondence re: filing and service on counsel list	0.30 Hrs
01/02/03	WRC	various telephone conferences with K. Schweniger of Federal Mogul re: Keefe's payment; review application of J. Keefe; conferences with D. White re: same; telephone call to Court re: same	0.70 Hrs
01/02/03	WRC	review Budd Larner Second Fee Application	0.10 Hrs
01/02/03	DMW	review of Interim Fee Application of J. Keefe re: distribution of fees	1.40 Hrs
01/03/03	DRG	Telephone conference with Macker re: Federal Mogul	1.00 Hrs
01/06/03	DRG	Telephone conference with Macker re: Federal Mogul	3.20 Hrs
01/06/03	WRC	telephone conference with S. Loncar re: payments; prepare various correspondences to S. Loncar re: same; telephone calls with J. Keefe re: same	0.40 Hrs
01/07/03	DRG	Attend meeting with D. Seemer re: Federal Mogul; preparation for same	4.10 Hrs
01/07/03	DRG	Attend meeting with Liberty re: Armstrong; preparation for same	4.00 Hrs
01/07/03	WRC	conference with D. Gross re: payments	0.10 Hrs
01/07/03	WRC	telephone conferences with E. Wohlforth and J. Keefe re: additional payment; prepare memorandum to file re: same	0.20 Hrs
01/07/03	WRC	telephone conference with K. Schweniger re: Federal Mogul payments; review first fee application of D. R. Gross & Associates and amended Order; prepare memorandum to file re: same	0.20 Hrs
01/14/03	WRC	review correspondence from S. Longo re: unredacted bill	0.10 Hrs
01/21/03	WRC	telephone call from Bankruptcy Court re: filings; review file re: same	0.20 Hrs
01/23/03	DRG	Meeting with Judge Wolin re: overall Asbestos Program	3.50 Hrs
01/24/03	DRG	Telephone conference; review plan re: Owens Corning	2.80 Hrs
01/24/03	DRG	Telephone conferences with Bederson & Company re representation of Future's representative re: Owens Corning, et al	2.60 Hrs
01/27/03	DRG	Telephone conference re: Federal Mogul et al.	2.00 Hrs
01/28/03	DRG	Meeting here with Deanne Seemer re: Federal Mogul	2.50 Hrs
01/30/03	DRG	Meeting with Francis McGovern and Judge Wolin re: Federal Mogul and Owens Corning	7.50 Hrs
01/30/03	DRG	Meeting at Honeywell re: Federal Mogul/Bendix	4.00 Hrs
01/31/03	DRG	Meeting at Honeywell with Francis McGovern re: Federal Mogul	4.00 Hrs

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>
02/04/03	DRG	Conference with Judge Wolin and Francis McGovern re: asbestos issues	2.10 Hrs
02/04/03	WRC	review correspondence from C. Hamlin re: December/January billing	0.10 Hrs
02/10/03	WRC	telephone conference with E. Wohlforth re: BL's fee application and certificate of no objection	0.20 Hrs
02/10/03	WRC	prepare correspondence to S. Loncar re: Hamlin fee application	0.10 Hrs
02/11/03	DRG	Telephone conferences with Judge Wolin and E. Wohlforth re meeting with W. R. Grace	1.60 Hrs
02/11/03	WRC	telephone conference with B. Jeffords re: specificity of billing entries; prepare memorandum to Advisors re: same; conference with D. Gross re: redaction and specificity of bills	0.40 Hrs
02/11/03	WRC	review file re: Budd Larner Second Fee Application and Certificate of No Objection; conference with D. Gross re: same	0.20 Hrs
02/12/03	DRG	Review insurance issue; telephone conference with D. Cain/Hartford re: same	1.40 Hrs
02/19/03	DRG	Telephone call from General Counsel, Federal Mogul re progress plan; meeting with Judge Wolin re USG, et al	1.10 Hrs
02/19/03	DRG	Meeting with Judge Wolin re USG, et al	3.10 Hrs
02/20/03	WRC	review and revise bill re: December and January to clarify entries	0.30 Hrs
02/27/03	DRG	Meeting with Judge Wolin; telephone conference with Francis McGovern re Federal Mogul	2.30 Hrs
03/04/03	DRG	Telephone conference with Deanne Seamer, Judge Wolin and Francis McGovern re: Federal Mogul	3.60 Hrs
03/10/03	DRG	Meeting with Judge Wolin re: all bankruptcy matters	2.10 Hrs
03/18/03	DRG	Telephone conferences with Court and Francis McGovern re various bankruptcy matters	2.10 Hrs
03/21/03	DRG	Telephone conference with Judge Wolin and Francis McGovern re: overall asbestos program	1.00 Hrs
03/27/03	DRG	Conference call with Judge Wolin	2.60 Hrs
03/28/03	WRC	receipt and review of correspondence from C. Hamlin re: apparent holdbacks and missing payments	0.10 Hrs

TOTAL FOR PROFESSIONAL SERVICES \$60,829.00

General Asbestos Bankruptcy Committee

Re: In re: General Asbestos Bankruptcy Committee

LEGAL SERVICES SUMMARY

David R. Gross	125.50 Hrs	450/hr	\$56,475.00
Whitney R. Chelnik	25.90 Hrs	160/hr	\$4,144.00
David M. White	1.40 Hrs	150/hr	\$210.00
	<hr/> 152.80 Hrs		<hr/> \$60,829.00

DISBURSEMENTS

Thru March 31, 2003

Federal Express		\$185.71
meals		\$630.98
misc. fees and disbursements		\$208.82
messenger service		\$36.00
outside duplicating service		\$1,264.37
photocopying		\$1,162.50
postage		\$173.80
telephone and fax charges		\$45.77
travel		\$76.95
	TOTAL DISBURSEMENTS	\$3,784.90
	<hr/> TOTAL THIS BILL	<hr/> \$64,613.90

Payments received after the date of this invoice will not be reflected until the next invoice.

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In Re: General Asbestos

Chapter 11
Case Nos. 00-4471, 00-4469,
00-4470,
00-1139 through 01-1200
01-10578, et al.
01-2094 through 01-2104
00-3837 through 00-3854

**FIRST APPLICATION OF SAIBER SCHLESINGER SATZ & GOLDSTEIN, LLC
FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES ON BEHALF OF DAVID R. GROSS AS A
COURT APPOINTED ADVISOR FOR THE PERIOD FROM NOVEMBER 11,
2002 THROUGH MARCH 31, 2003**

Name of Applicant: Saiber Schlesinger Satz & Goldstein, LLC

Authorized to Provide
Professional Services to: Alfred M. Wolin, U.S.D.J.

Date of Order: December 28, 2001

Period for which compensation and
reimbursement is sought: November 11, 2002 through
March 31, 2003

Amount of Compensation sought as
actual, reasonable and necessary: \$60,829.00

Amount of Expense Reimbursement
Sought as actual, reasonable and necessary: \$ 3,784.90

This is an: X interim final application

The total time expended for fee application preparation is approximately 27.3 hours
and the corresponding compensation requested is approximately \$4,354.00.¹

¹ Saiber Schlesinger Satz & Goldstein and Norris McLaughlin & Marcus prepared all the fee applications for the Court Appointed Advisors. Therefore, the time expended appears only on the applications of David Gross and William Drieir.

If this is not the first application filed, disclose the following for each prior application:

Date Filed	Period Covered	REQUESTED		APPROVED	
		Fees	Expenses	Fees	Expenses

ATTACHMENT B
TO FEE APPLICATION

Name of Professional Person	Position of the Applicant, Number of Years in the Position, Prior Relevant Experience, Year of Obtaining License To Practice, Area of Expertise	Hourly Billing Rate	Total Billed Hours	Total Compensation
Gross, David R.	Partner, admitted to practice in 1960	\$450	125.5	\$56,475.00
Chelnik, Whitney R.	Associate, admitted to practice in 2001	\$160	25.90	\$ 4,144.00
White, David R.	Associate, admitted to practice in 2002	\$150	1.4	\$ 210.00
Grand Total:			152.8	\$60,829.00

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
General Asbestos Advisor	125.5	\$56,475.00
Fee Applications	27.3	\$ 4,354.00

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Telephone Charges & Faxes		\$ 45.77
Parking/Tolls		
Photocopying		\$1,162.50
Outside Duplicating		\$1,264.37
Legal Research Services	Westlaw	
Mcals		\$ 839.80
Postage		\$ 173.80
Courier & Express Carriers	Federal Express	\$ 221.71
Travel Expenses		\$ 76.95

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

IN RE: ARMSTRONG WORLD INDUSTRIES, INC., et al.,	:	Chapter 11 Case Nos. 00-4471, 00-4469, 00-4470 (Jointly Administered)
Debtors.	:	
IN RE: W. R. GRACE & Co.,	:	Chapter 11
et al.,	:	Case Nos. 01-1139 through 01-1200
Debtors.	:	(Jointly Administered)
IN RE: FEDERAL MOGUL GLOBAL, INC., T & N LIMITED, et al.,	:	Chapter 11 Case Nos. 01-10578, et al. (Jointly Administered)
Debtors.	:	
IN RE: USG CORPORATION, a Delaware Corporation, et al.,	:	Chapter 11 Case Nos. 01-2094 through 01-2104 (Jointly Administered)
Debtors.	:	
IN RE: OWENS CORNING, et al.,	:	Chapter 11 Case Nos. 00-3837 through 00-3854 (Jointly Administered)
Debtors.	:	
	:	

IN RE: GENERAL ASBESTOS

**FIRST INTERIM ORDER ALLOWING FEES AND EXPENSES TO SAIBER
SCHLESINGER SATZ & GOLDSTEIN, L.L.C. ON BEHALF OF THE COURT
APPOINTED ADVISOR DAVID R. GROSS**

This matter having been opened before the Court upon the first application of Saiber Schlesinger Satz & Goldstein, L.L.C. on behalf of the Court Appointed Advisor, David R. Gross; and the Court having by previous Order withdrawn the reference to the Bankruptcy Court with respect to such applications and granted leave to the Court Appointed Advisors to make interim applications for the allowance of fees and expenses incurred in the course of their appointment by the Court; and having received no opposition to the application; and the Court having found that the fees and expenses are reasonable and that the services rendered were necessary for the administration of the debtors' estates and not duplicative of any other services and for other good cause shown,

IT IS on this _____ day of _____, 2003,

ORDERED that the first application of Saiber Schlesinger Satz & Goldstein, L.L.C. on behalf of David R. Gross for an interim allowance of fees and expenses is hereby granted and fees and expenses are allowed on an interim basis in the amount of \$64,613.90; and it is further

ORDERED that the interim fees and expenses allowed pursuant to this Order are to be allocated among the debtors as follows:

\$32,729.36 in fees and expenses against Federal Mogul, Inc.;

\$3,428.04 in fees and expenses against W. R. Grace & Co.;

\$7,343.04 in fees and expenses against Armstrong World Industries, Inc.;

\$11,190.54 in fees and expenses against Owens Corning; and

\$2,708.04 in fees and expenses against U. S. G. Corporation; and it is further

ORDERED that the debtors are authorized and directed to pay Saiber Schlesinger Satz & Goldstein, L.L.C. the amounts as set forth herein; and it is further

ORDERED that amounts received by Saiber Schlesinger Satz & Goldstein, L.L.C. pursuant to this interim Order may be subject to disgorgement as may be provided in the final Order of allowance of fees and expenses at the conclusion of the above-captioned Chapter 11 cases.

ALFRED M. WOLIN, U.S.D.J.